

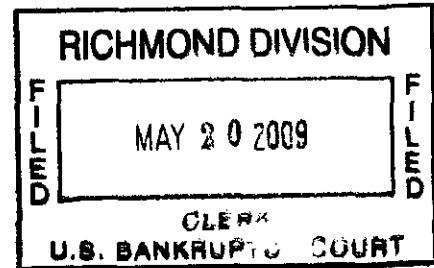
**IN THE STATE OF VIRGINIA  
UNITED STATES BANKRUPTCY COURT,  
RICHMOND DIVISION, EAST DISTRICT**

Circuit City Stores, Inc.  
Plaintiff(s)

vs.

Source Interlink Companies, Inc. et al  
Defendant(s).

Case No.: 08-35653 (KRH)



**SUGGESTION OF BANKRUPTCY  
FOR SOURCE INTERLINK COMPANIES, INC., ET AL**

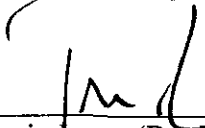
**PLEASE TAKE NOTICE** that, on April 27, 2009, Source Interlink Companies, Inc. and certain of its subsidiaries and affiliates (collectively, the “Debtors”)<sup>1</sup>, filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). As indicated by the Bankruptcy Court’s order attached hereto as Exhibit A and incorporated herein by reference, the Debtors’ chapter 11 cases are pending before the Honorable Kevin Gross, Bankruptcy Judge and are being jointly administered under the lead case of Source Interlink Companies, Inc., Case No. 09-11424 (KG). A copy of the voluntary petition of the lead Debtor, Source Interlink Companies, Inc., is attached hereto as Exhibit B.

<sup>1</sup> The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are: Source Interlink Companies, Inc. (8299); AEC Direct, LLC (1003); Automotive.com, LLC (2610); Canoe & Kayak, Inc. (5510); Directtough, Inc. (4741); Enthusiast Media Subscription Company, Inc. (1137); Motor Trend Auto Shows, LLC (5888); RDS Logistics, LLC (0305); Source-Chestnut Display Systems, Inc. (6446); Source Home Entertainment, Inc. (8517); Source Interlink Distribution, LLC (3387); Source Interlink International, Inc. (1428); Source Interlink Magazines, LLC (3601); Source Interlink Manufacturing, LLC (7123); Source Interlink Media, LLC (4935); Source Interlink Retail Services, LLC (6967); Source Mid Atlantic News, LLC (7108); The Interlink Companies, Inc. (2991). The location of the Debtors’ corporate headquarters and the service address for all Debtors is: 27500 Riverview Center Boulevard, Suite 400, Bonita Springs, Florida 34134.

**PLEASE TAKE FURTHER NOTICE** that pursuant to 11 U.S.C. § 362(a), the Debtors' filing of their respective voluntary petitions operates as a stay, applicable to all entities, of, among other things: (a) the commencement or continuation of a judicial, administrative, or other action or proceeding against the Debtors (i) that was or could have been commenced before the commencement of the Debtors' cases or (ii) to recover a claim against the Debtors that arose before the commencement of the Debtors' cases; (b) the enforcement, against the Debtors or against any property of the Debtors' bankruptcy estates, of a judgment obtained before the commencement of the Debtors' cases; or (c) any act to obtain possession of property of or from the Debtors' bankruptcy estates, or to exercise control over property of the Debtors' bankruptcy estates.

Dated: May 1, 2009

PACHULSKI STANG ZIEHL & JONES LLP



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Laura Davis Jones (Bar No. 2436)  
Timothy P. Cairns (DE Bar No. 4228)  
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mbillion@pszjlaw.com

Proposed Co-Counsel to the Debtors  
and Debtors in Possession

**EXHIBIT A**

B 1 (Official Form 1) (1/08)

United States Bankruptcy Court District of Delaware				Voluntary Petition																					
Name of Debtor (if individual, enter Last, First, Middle): <b>Source Interlink Companies, Inc.</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):																						
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>See Rider 1</b>			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																						
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>20-2428299</b>			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):																						
Street Address of Debtor (No and Street, City, and State): <b>27500 Riverview Center Boulevard, Suite 400 Bonita Springs, FL</b>			Street Address of Joint Debtor (No and Street, City, and State):																						
ZIP CODE: <b>34134</b>			ZIP CODE:																						
County of Residence or the Principal Place of Business: <b>Lee County</b>			County of Residence or the Principal Place of Business:																						
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):																						
ZIP CODE:			ZIP CODE:																						
Location of Principal Assets of Business Debtor (if different from street address above):																									
ZIP CODE:																									
<b>Type of Debtor</b> (Form of Organization) (Check one box)  <input type="checkbox"/> Individual (Includes Joint Debtors) <i>See Exhibit D. on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.) <input type="checkbox"/> Health Care Business. <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.) <input type="checkbox"/> Debts are primarily consumer primarily debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family or house-hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																					
<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is a not small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  Check all applicable boxes: <input checked="" type="checkbox"/> A plan is being filed with this petition. <input checked="" type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																						
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY																				
<b>Estimated Number of Creditors (On a Consolidated Basis)</b> <table style="width: 100%; text-align: center;"> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>Over 100,000</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>						1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000		5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000															
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>															
<b>Estimated Assets</b> <table style="width: 100%; text-align: center;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>					\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion																
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>																
<b>Estimated Liabilities</b> <table style="width: 100%; text-align: center;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>					\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion																
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>																

B 1 (Official Form 1) (1/08)

FORM B1, Page 2

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		<b>Name of Debtor(s):</b> <b>Source Interlink Companies, Inc.</b>	
<b>All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)</b>			
Location Where Filed: None	Case Number:	Date Filed:	
Location Where Filed: None	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)</b>			
Name of Debtor: <b>See Rider 2</b>		Case Number:	Date Filed:
District: <b>District of Delaware</b>		Relationship:	Judge:
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input checked="" type="checkbox"/> Exhibit A is attached and made part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>  (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.  If this is a joint petition:  <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)  <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.  <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.  <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: right; margin-right: 100px;">                     _____                      (Name of landlord that obtained judgment)                 </div> <div style="text-align: right; margin-right: 100px;">                     _____                      (Address of landlord)                 </div>  <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification (11 U.S.C. § 362(1)).			



**RIDER 1**

Other names used by or associated with the Debtor in the last 8 years:

- Aaron Wire & Metal Products, Ltd.
- Abbey Road Distributors
- Abby Road
- Acme
- Acme, Inc.
- AE Land Corp.
- AEC Direct Inc.
- AEC Direct, LLC
- AEC One Stop Group, Inc.
- AEC Supermarket Services Group, LLC.
- AEC Supply Chain Management
- Alliance Entertainment Corp.
- Alliance Entertainment Special Products
- Alligator Acquisition, LLC.
- Arrowood, Inc.
- Austin News
- Austin News Services
- Automotive.com, Inc.
- Automotive.com, LLC
- Bassin Distributors
- Brand Manufacturing Corp.
- Canoe & Kayak, Inc.

- Canoe and Kayak, Inc.
- CD One Stop
- Chestnut Display Systems (North), Inc.
- Chestnut Display Systems, Inc.
- Consumer Source, Inc.
- Crossroads News Corporation
- CSK Publishing Company, Inc.
- Data Systems USA
- David E. Young, Inc.
- DEYCO
- Deyco Acquisition Corporation
- Deyco Distribution Services
- Deyco Distribution, Inc.
- Directtou, Inc.
- Distribution and Fulfillment Services Group, Inc.
- Eastern Distribution Services, Inc.
- Empire State News
- Enthusiast Media Subscription Company, Inc.
- Go Lo Entertainment, Inc.
- Huck Store Fixture Company
- Huck Store Fixture Company of Nevada
- Huck Store Fixture Company of North Carolina, Inc.
- Innovative Distribution Network
- Innovative Metal Fixtures, Inc.



- International Periodical Distributors, Inc.
- IPD Books, Inc.
- IPD Distribution Services, Inc.
- Jayco News Corporation
- Jech Distributing, Inc.
- Jerry Bassin
- K-Sub, Inc.
- L-Sub, Inc.
- Magazine Marketing, Inc.
- Matrix Software
- McMullen Argus Publishing, inc.
- Mike Kessler & Associates, Inc.
- Motor Trend Auto Shows Inc.
- MYCO, Inc.
- News Etc.
- Northcoast News Corporation
- Northwest Distribution Services, Inc.
- One Way Records
- PC2
- PC-Sub, Inc.
- Pennsylvania International Distribution
- Pennsylvania International Distribution Services, Inc.
- Premier News Corporation
- Primary News, LLC

- Primary Source, Inc.
- Primedia Enterprises, Inc.
- Primedia Enthusiast Publications, Inc.
- Primedia Inc.
- Primedia Investment LLC
- Primedia Leisure Group, Inc.
- Primedia Magazine Finance Inc.
- Primedia Magazines Inc.
- Primedia Special Interest Publications Inc.
- Primedia Specialty Group Inc.
- Promark
- Publisher Distribution Services, Inc.
- Publishers Services, Inc.
- RDS Logistics, LLC
- Readers Choice, Inc.
- RJR Marketing, Inc.
- San Diego News Agency
- Services, Inc.
- Source Display
- Source Home Entertainment, Inc.
- Source Interlink Canada, Inc.
- Source Interlink Companies, Inc.
- Source Interlink Companies, Inc. (DE)
- Source Interlink Companies, Inc. (MO)

- Source Interlink Distribution, LLC
- Source Interlink International, Inc.
- Source Interlink Magazines, LLC
- Source Interlink Manufacturing, LLC
- Source Interlink Media, LLC
- Source Mid Atlantic News, LLC
- Source Interlink Retail Services, LLC
- Source-Chestnut Display Systems, Inc.
- Source-Huck Store Fixtures Company
- Source-Interlink Acquisition, Inc.
- Source-MYCO, Inc.
- Source-U.S. Marketing Services, Inc.
- Source-Yeager Industries, Inc.
- Suncoast Magazines, Inc
- Suncoast Magazines, Inc
- Suncoast Magazines, Inc.
- Superior Leasing, Inc.
- Superior Media Services, LLC
- T.C.E. Corporation
- The Interlink Companies, Inc.
- The Source Company
- The Source Information Management Company
- The Source Interlink Acquisition, Inc.
- The Source-Canada Corp.

- The Vail Companies, Inc.
- The Virtual Flyshop, Inc.
- Tri-Coslat Express Corp.
- U.S. Marketing Services, Inc.
- Universal Consulting Services, Inc.
- Vail Companies, Inc.
- Western Distribution Services, Inc.
- Worldwide Media Service
- Yeager Industries, Inc.

**RIDER 2**

**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

Following the debtor, Source Interlink Companies, Inc., the following affiliated debtors will file chapter 11 petitions in the United States Bankruptcy Court for the District of Delaware:

1. AEC Direct, LLC
2. Automotive.com, LLC
3. Canoe & Kayak, Inc.
4. Directtou, Inc.
5. Enthusiast Media Subscription Company, Inc.
6. Motor Trend Auto Shows, LLC
7. RDS Logistics, LLC
8. Source-Chestnut Display Systems, Inc.
9. Source Home Entertainment, Inc.
10. Source Interlink Distribution, LLC
11. Source Interlink International, Inc.
12. Source Interlink Magazines, LLC
13. Source Interlink Manufacturing, LLC
14. Source Interlink Media, LLC
15. Source Interlink Retail Services, LLC
16. Source Mid Atlantic News, LLC
17. The Interlink Companies, Inc.

**EXHIBIT B**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Case No. 09-11424
SOURCE INTERLINK COMPANIES, INC.,	)	Chapter 11
Debtor,	)	
Tax I.D. No. 20-2428299	)	
In re:	)	Case No. 09-11425
AEC DIRECT, LLC,	)	Chapter 11
Debtor,	)	
Tax I.D. No. 26-3701003	)	
In re:	)	Case No. 09-11426
AUTOMOTIVE.COM, LLC,	)	Chapter 11
Debtor,	)	
Tax I.D. No. 26-3272610	)	
In re:	)	Case No. 09-11427
CANOE & KAYAK, INC.,	)	Chapter 11
Debtor,	)	
Tax I.D. No. 41-1895510	)	
In re:	)	Case No. 09-11428
DIRECTTOU, INC.,	)	Chapter 11
Debtor,	)	
Tax I.D. No. 20-5704741	)	

In re:	)	Case No. 09-11429
ENTHUSIAST MEDIA SUBSCRIPTION	)	
COMPANY, LLC,	)	Chapter 11
	)	
Debtor,	)	
	)	
Tax I.D. No. 20-1941137	)	

In re:	)	Case No. 09-11430
MOTOR TREND AUTO SHOWS, LLC,	)	
	)	Chapter 11
	)	
Debtor,	)	
	)	
Tax I.D. No. 26-3255888	)	

In re:	)	Case No. 09-11431
RDS LOGISTICS, LLC,	)	
	)	Chapter 11
	)	
Debtor,	)	
	)	
Tax I.D. No. 26-1690305	)	

In re:	)	Case No. 09-11432
SOURCE-CHESTNUT DISPLAY SYSTEMS,	)	
INC.,	)	Chapter 11
	)	
	)	
Debtor,	)	
	)	
Tax I.D. No. 43-1836446	)	

In re:	)	Case No. 09-11433
SOURCE HOME ENTERTAINMENT, INC.,	)	
	)	Chapter 11
	)	
Debtor,	)	
	)	
Tax I.D. No. 20-2228517	)	



In re:	)	Case No. 09-11434
SOURCE INTERLINK DISTRIBUTION, LLC,	)	Chapter 11
Debtor,	)	
Tax I.D. No. 36-4053387	)	
In re:	)	Case No. 09-11435
SOURCE INTERLINK INTERNATIONAL, INC.,	)	Chapter 11
Debtor,	)	
Tax I.D. No. 20-0251428	)	
In re:	)	Case No. 09-11436
SOURCE INTERLINK MAGAZINES, LLC,	)	Chapter 11
Debtor,	)	
Tax I.D. No. 13-4113601	)	
In re:	)	Case No. 09-11437
SOURCE INTERLINK MANUFACTURING, LLC,	)	Chapter 11
Debtor,	)	
Tax I.D. No. 26-1307123	)	
In re:	)	Case No. 09-11438
SOURCE INTERLINK MEDIA, LLC,	)	Chapter 11
Debtor,	)	
Tax I.D. No. 26-2254935	)	

In re:	)	Case No. 09-11439
SOURCE INTERLINK RETAIL SERVICES, LLC,	)	Chapter 11
Debtor,	)	
Tax I.D. No. 26-1306967	)	
In re:	)	Case No. 09-11440
SOURCE MID ATLANTIC NEWS, LLC,	)	Chapter 11
Debtor,	)	
Tax I.D. No. 95-4657108	)	
In re:	)	Case No. 09-11441
THE INTERLINK COMPANIES, INC.,	)	Chapter 11
Debtor,	)	
Tax I.D. No. 13-4042991	)	
	)	Related Docket No. 2

**ORDER DIRECTING JOINT ADMINISTRATION  
OF THE DEBTORS' RELATED CHAPTER 11 CASES**

Upon the motion (the "Motion")<sup>1</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an order (this "Order") directing joint administration and procedural consolidation of their related chapter 11 cases (the "Chapter 11 Cases") and upon the First Day Declaration; it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors and other parties in interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this court pursuant to 28 U.S.C.

<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

§§ 1408 and 1409; notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED

1. The Motion is granted as provided herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court.
3. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the Debtors' Chapter 11 Cases.
4. The caption of the jointly administered cases should read as follows:

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:		) Chapter 11
		) Case No. 09-11424 (KG)
SOURCE INTERLINK COMPANIES, INC., <u>et al.</u> , <sup>1</sup>	)	
	)	
Debtors.	)	Jointly Administered
	)	

5. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Debtors other than Source Interlink Companies, Inc. to reflect the joint administration of the Chapter 11 Cases:

<sup>1</sup> The Debtors, together with the last four digits of each Debtor's federal tax identification number, are: Source Interlink Companies, Inc. (8299); AEC Direct, LLC (1003); Automotive.com, LLC (2610); Canoe & Kayak, Inc. (5510); Directtou, Inc. (4741); Enthusiast Media Subscription Company, Inc. (1137); Motor Trend Auto Shows, LLC (5888); RDS Logistics, LLC (0305); Source-Chestnut Display Systems, Inc. (6446); Source Home Entertainment, Inc. (8517); Source Interlink Distribution, LLC (3387); Source Interlink International, Inc. (1428); Source Interlink Magazines, LLC (3601); Source Interlink Manufacturing, LLC (7123); Source Interlink Media, LLC (4935); Source Interlink Retail Services, LLC (6967); Source Mid Atlantic News, LLC (7108); The Interlink Companies, Inc. (2991). The location of the Debtors' corporate headquarters and the service address for all Debtors is: 27500 Riverview Center Boulevard, Suite 400, Bonita Springs, Florida 34134.

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of the Chapter 11 Cases of: Source Interlink Companies, Inc.; AEC Direct, LLC; Automotive.com, LLC; Canoe & Kayak, Inc.; Directtou, Inc.; Enthusiast Media Subscription Company, Inc.; Motor Trend Auto Shows, LLC; RDS Logistics, LLC; Source-Chestnut Display Systems, Inc.; Source Home Entertainment, Inc.; Source Interlink Distribution, LLC; Source Interlink International, Inc.; Source Interlink Magazines, LLC; Source Interlink Manufacturing, LLC; Source Interlink Media, LLC; Source Interlink Retail Services, LLC; Source Mid Atlantic News, LLC; The Interlink Companies, Inc. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, Case No. 09-11424.

6. One consolidated docket, one file and one consolidated service list shall be maintained by the Debtors and kept by the Clerk of the United States Bankruptcy Court for the District of Delaware.

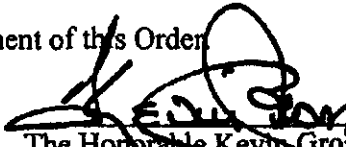
7. A creditor filing a proof of claim against any of the Debtors shall file such proof of claim in the particular Debtor's bankruptcy case and not in the jointly administered case.

8. The foregoing caption shall satisfy the requirements of Bankruptcy Code § 342(c)(1).

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

10. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation and enforcement of this Order.

Date: April 29, 2009

  
The Honorable Kevin Gross  
United States Bankruptcy Judge

**IN THE STATE OF VIRGINIA  
UNITED STATES BANKRUPTCY COURT,  
RICHMOND DIVISION, EAST DISTRICT**

Circuit City Stores, Inc.  
Plaintiff(s)

vs.

Source Interlink Companies, Inc. et al  
Defendant(s).

Case No.: 08-35653 (KRH)

**CERTIFICATE OF SERVICE**


*Timothy P. Cairns*

I, ~~Mark M. Billion~~, certify that on the 1st day of May, 2009, I caused to be served, via Overnight Delivery a true and correct copy of the foregoing SUGGESTION OF BANKRUPTCY FOR SOURCE INTERLINK COMPANIES, INC., ET AL., on the party/parties listed below.

(Counsel for Plaintiff)  
Skadden, Arps, Slate, Meagher & Flom, LLP  
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(Counsel for Source Interlink Companies, Inc.)  
Bradford F. Englander, Esquire  
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Bethesda, MD 20814

Dated: May 1, 2009

  
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Timothy P. Cairns (DE Bar No. 4228)